

***DECLARATION, POWER OF ATTORNEY AND PETITION***

I, Michael H. Myers, declare: that I am a citizen of the United States of America; that my residence and post office address is 12947 Creek Park Drive, Poway, California 92064; that I verily believe I am the original, first, and inventor of the subject matter of the invention or discovery entitled RECIRCULATING FREQUENCY-STACKING OPTICAL MEMORY, for which a patent is sought and which is described and claimed in the specification attached hereto; that I have reviewed and understand the contents of the above-identified specification, including the claims; and that I acknowledge the duty to disclose all information known to me to be material to patentability as defined in Section 1.56 of Title 37 of the Code of Federal Regulations.

I declare further that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful, false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful, false statements may jeopardize the validity of the application or any patent issuing thereon.

I hereby appoint as our attorneys A. John Pate, Gary D.E. Pierce and Hal D. Baird, Registration Nos. 36,234, 38,019 and 42,284, respectively, with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

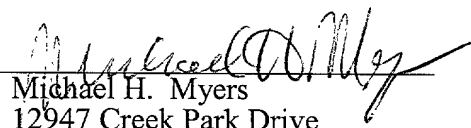
All correspondence and telephonic communications should be directed to:

A. John Pate  
PATE PIERCE & BAIRD  
Bank One Tower  
50 West Broadway, Suite 900  
Salt Lake City, Utah 84101

Wherefore, I pray that Letters Patent be granted to me for the invention or discovery described and claimed in the foregoing specification and claims, declaration, power of attorney, and this petition.

Signed at San Diego, California, this 12 day of June, 2001.

Inventor

  
Michael H. Myers  
12947 Creek Park Drive  
Poway, California 92126

**DECLARATION CLAIMING SMALL ENTITY STATUS  
FOR A SMALL BUSINESS CONCERN**

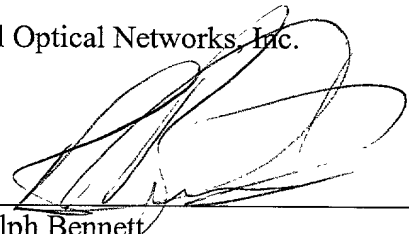
I, Ralph Bennett, hereby declare: that I am President of All Optical Networks, Inc., a corporation of the State of Delaware having a principal place of business at 9707 Waples Street, San Diego, California 92121; that I am empowered to act on behalf of All Optical Networks, Inc.; and that All Optical Networks, Inc. qualifies as a small business concern as defined in 13 C.F.R. § 121.3-18 and 37 C.F.R. § 1.9(d), for purposes of paying reduced fees to the Patent and Trademark Office under Section 41(a) and (b) of Title 35, United States Code, in that the number of employees of All Optical Networks, Inc., including those of its affiliates, does not exceed 500 persons. I understand that, for purposes of this declaration, (i) the number of employees is the average over the previous fiscal year of the number of persons employed on a full-time, part-time, or temporary basis during each of the pay periods of the fiscal year, and (ii) two business concerns are considered to be affiliates of each other when one business concern either directly or indirectly controls or has the power to control the other, or when a third party or parties control or have the power to control both business concerns.

I further declare that all rights, title, and interest relating to the invention entitled "RECIRCULATING FREQUENCY-STACKING OPTICAL MEMORY" invented by Michael H. Myers, as described in the patent application filed concurrently herewith, have been conveyed to and currently remain with All Optical Networks, Inc.

I acknowledge the duty to file, in the above-mentioned application or any patent issued in respect thereof, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of (1) the issue fee or (2) any maintenance fee due after the date on which status as a small entity is no longer appropriate. I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and, further, that these statements were made with the knowledge that willful, false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful, false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this declaration is directed.

Signed at San Diego, California, this 12 day of June, 2001

All Optical Networks, Inc.

  
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Ralph Bennett  
President